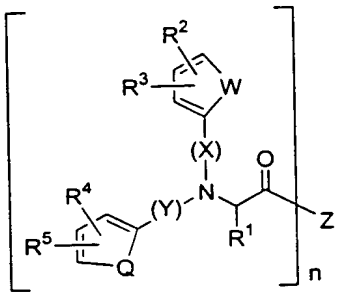
What is claimed is

1. A compound of Formula I



I

wherein:

R^1 is the side chain of a natural or unnatural α-amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-dimethylglutaryl, C_{1-5}alkyl, C_{1-5}alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxyC_{1-5}alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted phenylureido (where the phenyl substituents are phenoxy, halo, C_{1-5}alkoxycarbonyl);

R^2 and R^3

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC_{1-5}alkyl, phenyl C_{1-5}alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5}alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected fromC_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C_{1-5}alkyl, halosubstitutedC_{1-5}alkyl, C_{1-5}alknyl, C_{1-5}alkenyl, phenyl, phenylC_{1-5}alkyl, C_{1-5}alkylcarbonyl, halo substituted C_{1-5}alkylcarbonyl, carboxyC_{1-5}alkyl, C_{1-5}alkoxyC_{1-5}alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C_{1-5}alkylsulfonyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, phenylC_{1-5}alkylsulfonyl substituted phenylcarbonyl, substituted phenylC_{1-5}alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1-5}alkylsulfonyl, substituted phenyl, and substituted phenylC_{1-5}alkyl[where the aromatic phenyl, phenylC_{1-5}alkyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, and

phenylC_{1-5}alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

R^4 and R^5

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC_{1-5}alkyl, phenyl C_{1-5}alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5}alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C_{1-5}alkyl, halosubstitutedC_{1-5}alkyl, C_{1-5}alknyl, C_{1-5}alkenyl, phenyl, phenylC_{1-5}alkyl, C_{1-5}alkylcarbonyl, halo substituted C_{1-5}alkylcarbonyl, carboxyC_{1-5}alkyl, C_{1-5}alkoxyC_{1-5}alkyl,

cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C_{1-5}alkylsulfonyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, phenylC_{1-5}alkylsulfonyl substituted phenylcarbonyl, substituted phenylC_{1-5}alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1-5}alkylsulfonyl, substituted phenyl, and substituted phenylC_{1-5}alkyl [where the aromatic phenyl, phenylC_{1-5}alkyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, and phenylC_{1-5}alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

X is selected from the group consisting of carbonyl, C_{1-5}alkyl, C_{1-5}alkenyl, C_{1-5}alkenylcarbonyl, and $(CH_2)_m$-C(O)- where m is 2-5;

Y is selected from the group consisting of carbonyl, C_{1-5}alkyl, C_{1-5}alkenyl, C_{1-5}alkenylcarbonyl, and $(CH_2)_m$-C(O)- where m is 2-5;

n is 1, 2, or 3;

Z is selected from the group consisting of hydroxy, C_{1-5} alkoxy, phenoxy, phenylC_{1-5}alkoxy, amino, C_{1-5}alkylamino, diC_{1-5}alkylamino, phenylamino, phenylC_{1-5}alkylamino,

piperidin-1-yl

substituted piperidin-1-yl (where the substituents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, halo, aminocarbonyl, C_{1-5}alkoxycarbonyl, and oxo;

substituted phenylC_{1-5}alkylamino (where the aromatic substitutents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, phenylC_{1-5}alkenyloxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the aromatic substitutents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the aromatic substitutents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

$-OCH_2CH_2(OCH_2CH_2)_sOCH_2CH_2O-$,

$-NHCH_2CH_2(OCH_2CH_2)_sOCH_2CH_2NH-$,

$-NH(CH_2)_pO(CH_2)_qO(CH_2)_pNH-$, $-NH(CH_2)_qNCH_3(CH_2)_sNH-$,

$-NH(CH_2)_sNH-$, and $(NH(CH_2)_s)_3N$,

where s, p, and q are independently selected from 1-7

with the proviso that if n is 2, Z is not hydroxy, C_{1-5} alkoxy, amino, C_{1-5}alkylamino, diC_{1-5}alkylamino, phenylamino, or phenylC_{1-5}alkylamino, piperidin-1-yl

with the further proviso that if n is 3, Z is $(NH(CH_2)_s)_3N$.

and salts thereof.

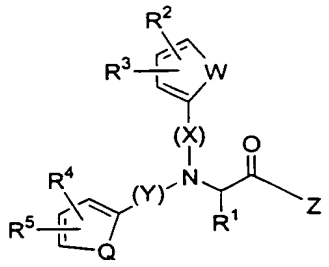
2. The compounds of claim 1 wherein said compound binds to the EPO receptor.

3. A method for modulating EPO receptor, comprising contacting the EPO receptor with an amount of the compound of claim 1.

4. A method for treating a disease or condition mediated by EPO receptor comprising administering an effective amount of the compound of claim 1.

5. A pharmaceutical composition comprising the compound of claim 1.

6. An EPO receptor modulating compound of the formula



wherein:

R^1 is the side chain of a natural or unnatural α-amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-dimethylglutaryl, C_{1-5}alkyl, C_{1-5}alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxyC_{1-5}alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted

phenylureido (where the phenyl substituents are phenoxy, halo, C_{1-5}alkoxycarbonyl);

R^2 and R^3

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC_{1-5}alkyl, phenyl C_{1-5}alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5}alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected fromC_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C_{1-5}alkyl, halosubstitutedC_{1-5}alkyl, C_{1-5}alknyl, C_{1-5}alkenyl, phenyl, phenylC_{1-5}alkyl, C_{1-5}alkylcarbonyl, halo substituted C_{1-5}alkylcarbonyl, carboxyC_{1-5}alkyl, C_{1-5}alkoxyC_{1-5}alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C_{1-5}alkylsulfonyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl,

phenylsulfonyl, phenylC_{1-5}alkylsulfonyl substituted phenylcarbonyl, substituted phenylC_{1-5}alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1-5}alkylsulfonyl, substituted phenyl, and substituted phenylC_{1-5}alkyl[where the aromatic phenyl, phenylC_{1-5}alkyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, and phenylC_{1-5}alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

R^4 and R^5

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC_{1-5}alkyl, phenyl C_{1-5}alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5}alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C_{1-5}alkyl, halosubstitutedC_{1-5}alkyl, C_{1-5}alknyl, C_{1-5}alkenyl, phenyl, phenylC_{1-5}alkyl, C_{1-5}alkylcarbonyl, halo substituted C_{1-5}alkylcarbonyl, carboxyC_{1-5}alkyl, C_{1-5}alkoxyC_{1-5}alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C_{1-5}alkylsulfonyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, phenylC_{1-5}alkylsulfonyl substituted phenylcarbonyl, substituted phenylC_{1-5}alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1-5}alkylsulfonyl, substituted phenyl, and substituted phenylC_{1-5}alkyl [where the aromatic phenyl, phenylC_{1-5}alkyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, and phenylC_{1-5}alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

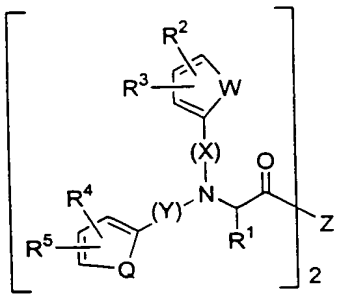
X is selected from the group consisting of carbonyl, C_{1-5}alkyl, C_{1-5}alkenyl, C_{1-5}alkenylcarbonyl, and $(CH_2)_m$-C(O)- where m is 2-5;

Y is selected from the group consisting of carbonyl, C_{1-5}alkyl, C_{1-5}alkenyl, C_{1-5}alkenylcarbonyl, and $(CH_2)_m$-C(O)- where m is 2-5;

Z is selected from the group consisting of hydroxy, C_{1-5} alkoxy, phenoxy, phenylC_{1-5}alkoxy, amino, C_{1-5}alkylamino, diC_{1-5}alkylamino, phenylamino, phenylC_{1-5}alkylamino, piperidin-1-yl
substituted piperidin-1-yl (where the substituents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, halo, aminocarbonyl, C_{1-5}alkoxycarbonyl, and oxo;
substituted phenylC_{1-5}alkylamino (where the aromatic substitutents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, phenylC_{1-5}alkenyloxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),
substituted phenoxy (where the aromatic substitutents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),
substituted phenylC_{1-5}alkoxy (where the aromatic substitutents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),
$-OCH_2CH_2(OCH_2CH_2)_sOCH_2CH_2O-$,
$-NHCH_2CH_2(OCH_2CH_2)_sOCH_2CH_2NH-$,
$-NH(CH_2)_pO(CH_2)_qO(CH_2)_pNH-$, $-NH(CH_2)_qNCH_3(CH_2)_sNH-$,
$-NH(CH_2)_sNH-$, and $(NH(CH_2)_s)_3N$,
where s, p, and q are independently selected from 1-7

and pharmaceutically acceptable salts thereof.

7. An EPO receptor modulating compound of the Formula



wherein:

R^1 is the side chain of a natural or unnatural α-amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-dimethylglutaryl, C_{1-5}alkyl, C_{1-5}alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxyC_{1-5}alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted phenylureido (where the phenyl substituents are phenoxy, halo, C_{1-5}alkoxycarbonyl);

R^2 and R^3

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC_{1-5}alkyl, phenyl C_{1-5}alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5}alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected fromC_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C_{1-5}alkyl, halosubstitutedC_{1-5}alkyl, C_{1-5}alknyl, C_{1-5}alkenyl, phenyl, phenylC_{1-5}alkyl, C_{1-5}alkylcarbonyl, halo substituted C_{1-5}alkylcarbonyl, carboxyC_{1-5}alkyl, C_{1-5}alkoxyC_{1-5}alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C_{1-5}alkylsulfonyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, phenylC_{1-5}alkylsulfonyl substituted phenylcarbonyl, substituted phenylC_{1-5}alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1-5}alkylsulfonyl, substituted phenyl, and substituted phenylC_{1-5}alkyl[where the aromatic phenyl, phenylC_{1-5}alkyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, and phenylC_{1-5}alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C_{1-5}alkyl,

C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

R^4 and R^5

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC_{1-5}alkyl, phenyl C_{1-5}alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5}alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C_{1-5}alkyl, halosubstitutedC_{1-5}alkyl, C_{1-5}alknyl, C_{1-5}alkenyl, phenyl, phenylC_{1-5}alkyl, C_{1-5}alkylcarbonyl, halo substituted C_{1-5}alkylcarbonyl, carboxyC_{1-5}alkyl, C_{1-5}alkoxyC_{1-5}alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C_{1-5}alkylsulfonyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl,

phenylsulfonyl, phenylC_{1-5}alkylsulfonyl substituted phenylcarbonyl, substituted phenylC_{1-5}alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1-5}alkylsulfonyl, substituted phenyl, and substituted phenylC_{1-5}alkyl [where the aromatic phenyl, phenylC_{1-5}alkyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, and phenylC_{1-5}alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

X is selected from the group consisting of carbonyl, C_{1-5}alkyl, C_{1-5}alkenyl, C_{1-5}alkenylcarbonyl, and $(CH_2)_m$-C(O)- where m is 2-5;

Y is selected from the group consisting of carbonyl, C_{1-5}alkyl, C_{1-5}alkenyl, C_{1-5}alkenylcarbonyl, and $(CH_2)_m$-C(O)- where m is 2-5;

Z is selected from the group consisting of phenoxy, phenylC_{1-5}alkoxy,

substituted piperidin-1-yl (where the substituents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, halo, aminocarbonyl, C_{1-5}alkoxycarbonyl, and oxo;

substituted phenylC_{1-5}alkylamino (where the aromatic substitutents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy,

phenylC_{1-5}alkenyloxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the aromatic substitutents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the aromatic substitutents are selected from the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

$-OCH_2CH_2(OCH_2CH_2)_sOCH_2CH_2O-$,

$-NHCH_2CH_2(OCH_2CH_2)_sOCH_2CH_2NH-$,

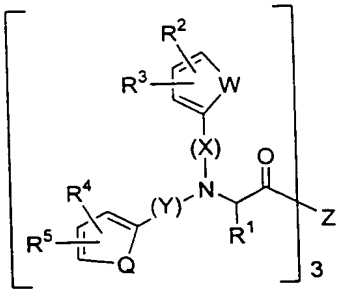
$-NH(CH_2)_pO(CH_2)_qO(CH_2)_pNH-$, $-NH(CH_2)_qNCH_3(CH_2)_sNH-$,

$-NH(CH_2)_sNH-$, and $(NH(CH_2)_s)_3N$,

where s, p, and q are independently selected from 1-7

and the pharmaceutically acceptable salts thereof.

8. An EPO receptor modulating compound of the Formula



wherein:

R^1 is the side chain of a natural or unnatural α-amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-

dimethylglutaryl, C_{1-5}alkyl, C_{1-5}alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxyC_{1-5}alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted phenylureido (where the phenyl substituents are phenoxy, halo, C_{1-5}alkoxycarbonyl);

R^2 and R^3

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC_{1-5}alkyl, phenyl C_{1-5}alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5}alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected fromC_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C_{1-5}alkyl, halosubstitutedC_{1-5}alkyl, C_{1-5}alknyl, C_{1-5}alkenyl, phenyl, phenylC_{1-5}alkyl, C_{1-5}alkylcarbonyl, halo substituted C_{1-5}alkylcarbonyl, carboxyC_{1-5}alkyl, C_{1-5}alkoxyC_{1-5}alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C_{1-5}alkylsulfonyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, phenylC_{1-5}alkylsulfonyl substituted phenylcarbonyl, substituted phenylC_{1-5}alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1-5}alkylsulfonyl, substituted phenyl, and substituted phenylC_{1-5}alkyl[where the aromatic phenyl, phenylC_{1-5}alkyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, and phenylC_{1-5}alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

R^4 and R^5

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC_{1-5}alkyl, phenyl C_{1-5}alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5}alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC_{1-5}alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C_{1-5}alkyl, halosubstitutedC_{1-5}alkyl, C_{1-5}alknyl, C_{1-5}alkenyl, phenyl, phenylC_{1-5}alkyl, C_{1-5}alkylcarbonyl, halo substituted C_{1-5}alkylcarbonyl, carboxyC_{1-5}alkyl, C_{1-5}alkoxyC_{1-5}alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C_{1-5}alkylsulfonyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, phenylC_{1-5}alkylsulfonyl substituted phenylcarbonyl, substituted phenylC_{1-5}alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1-5}alkylsulfonyl, substituted phenyl, and substituted phenylC_{1-5}alkyl [where the aromatic phenyl, phenylC_{1-5}alkyl, phenylcarbonyl, phenylC_{1-5}alkylcarbonyl, phenylsulfonyl, and phenylC_{1-5}alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C_{1-5}alkyl, C_{1-5}alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

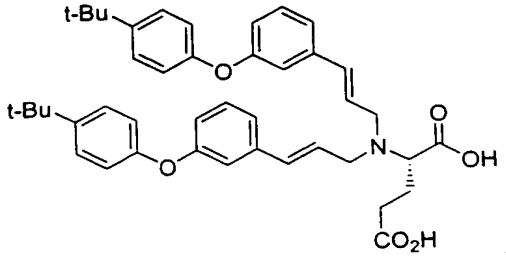
X is selected from the group consisting of carbonyl, C_{1-5}alkyl, C_{1-5}alkenyl, C_{1-5}alkenylcarbonyl, and $(CH_2)_m$-C(O)- where m is 2-5;

Y is selected from the group consisting of carbonyl, C_{1-5}alkyl, C_{1-5}alkenyl, C_{1-5}alkenylcarbonyl, and $(CH_2)_m$-C(O)- where m is 2-5;

Z is $(NH(CH_2)_s)_3N$

and pharmaceutically acceptable salts thereof.

9. A compound selected from the group consisting of



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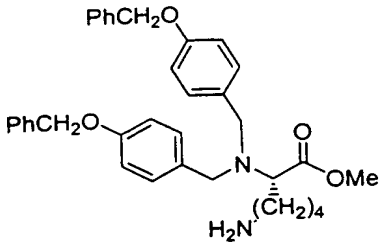

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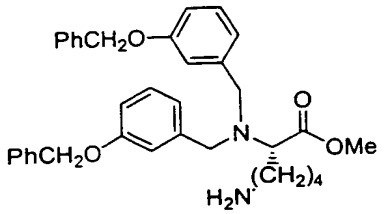
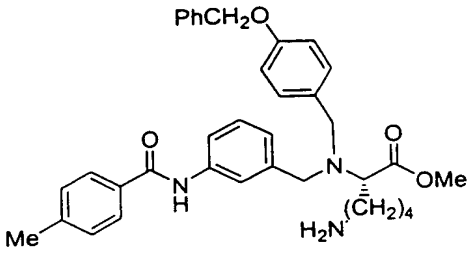
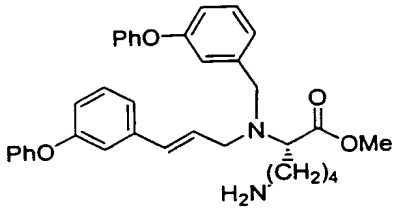

PhCH2O
PhCH2O
N
O
OMe
H2N
(CH2)4

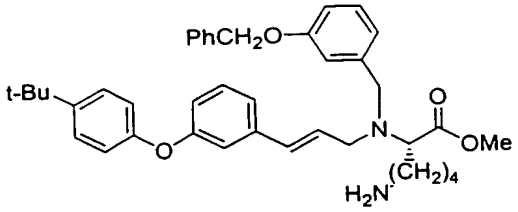
,


PhCH2O
O
N
H
N
O
OMe
Me
H2N
(CH2)4

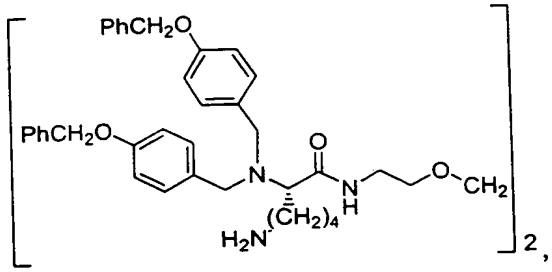
,


PhO
PhO
N
O
OMe
H2N
(CH2)4

,

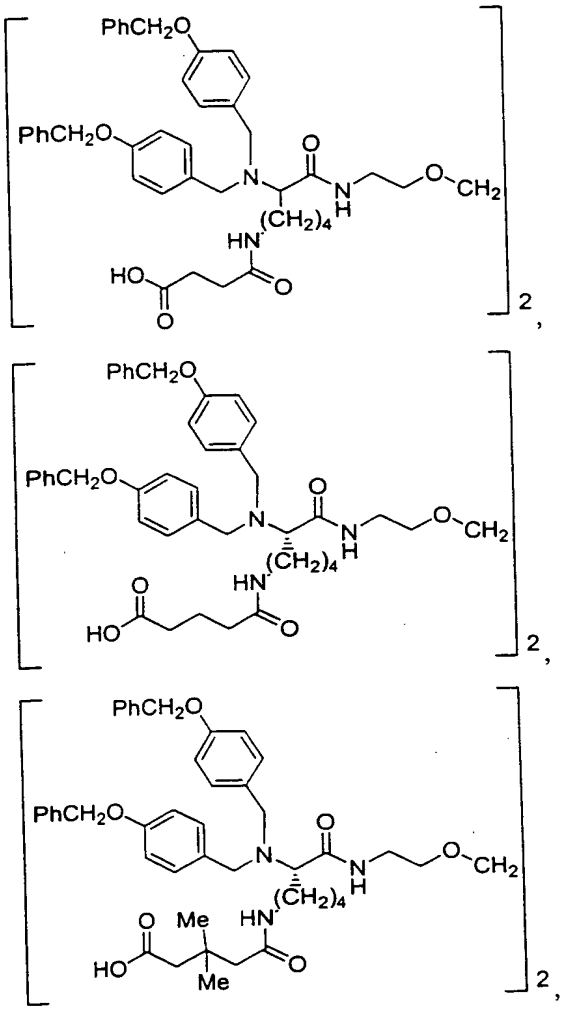

PhCH2O
t-Bu
O
N
O
OMe
H2N
(CH2)4

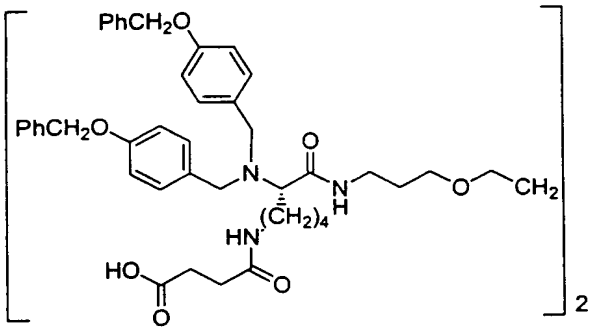
,

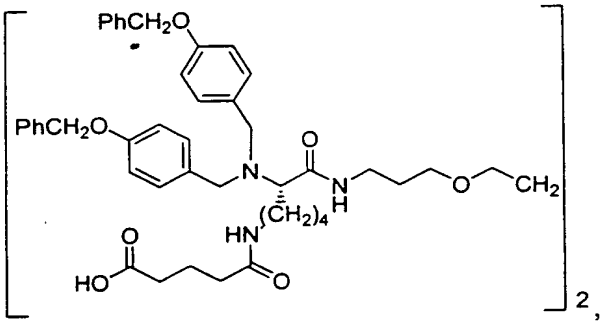

PhCH2O
PhCH2O
N
O
N
H
O
CH2
H2N
(CH2)4
2

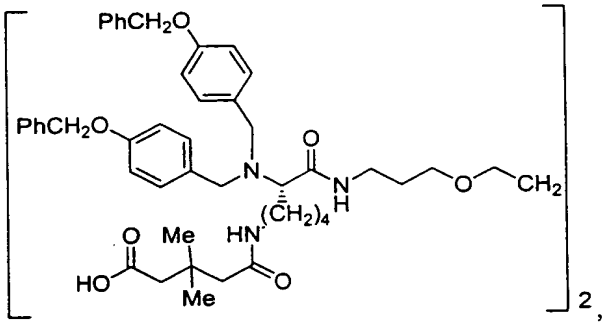
,

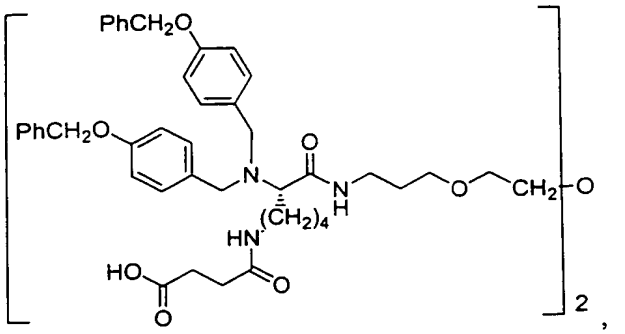
5

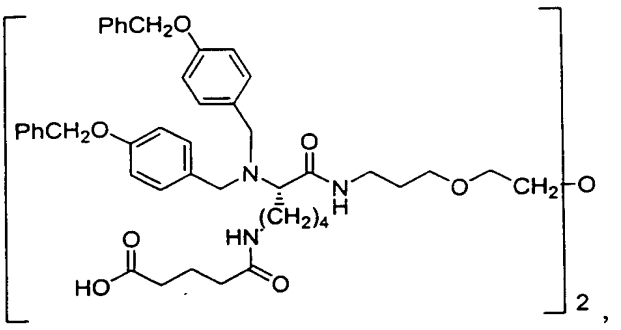


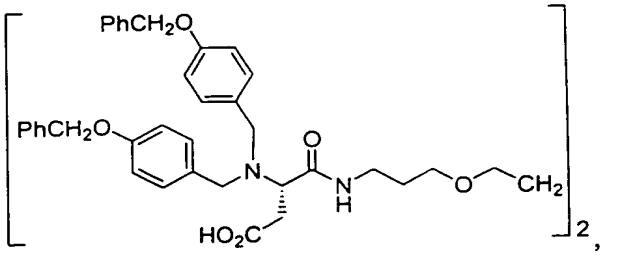


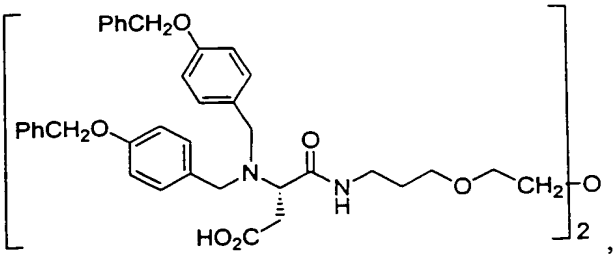


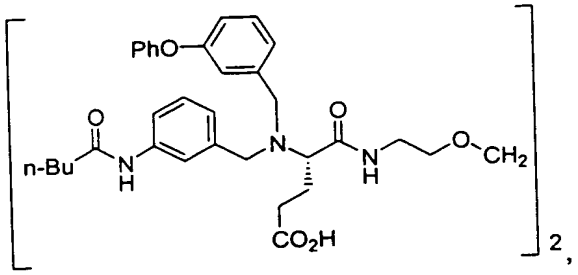


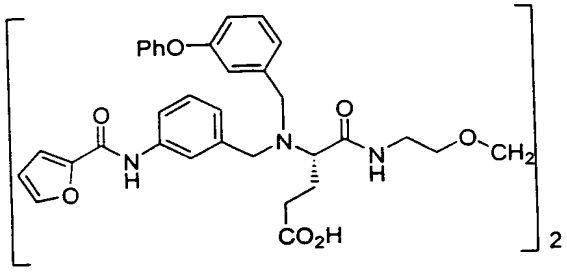


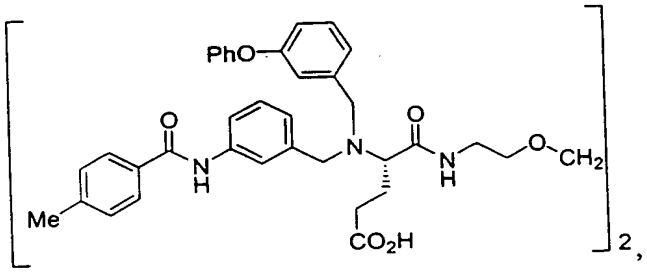




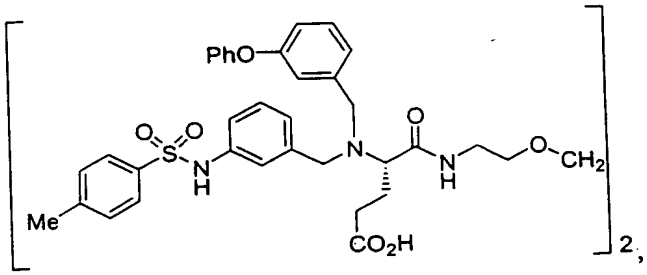








and



and salts thereof.

10. The compounds of claim 9 wherein said compound binds to the EPO receptor.

11. A method for modulating EPO receptor, comprising contacting the EPO receptor with an EPO receptor modulating amount of the compound of claim 9.

5

12. A method for treating a disease or condition mediated by EPO receptor comprising administering an effective amount of the compound of claim 9.

13. A pharmaceutical composition comprising the compound of claim 9.